

EXHIBIT A

TO THE COMPREHENSIVE AGREEMENT TO DEVELOP, DESIGN, FINANCE, CONSTRUCT, MAINTAIN AND OPERATE THE ROUTE 495 HOT LANES IN VIRGINIA

DEFINITIONS AND RULES OF USAGE

Rules of Usage

The following rules of usage shall apply to this Exhibit A and the Project Agreements unless otherwise required by the context:

- (a) All personal pronouns, whether used in the masculine, feminine or neuter gender, shall include all other genders; the singular shall include the plural, and the plural shall include the singular.
- (b) Unless otherwise indicated, references within any document to articles, sections, subsections, paragraphs, clauses, subclauses, schedules or exhibits shall refer to the corresponding article, section, subsection, paragraph, clause, subclause, schedule or exhibit in or to such document.
- (c) Except where specifically restricted, reference to any Person includes that Person and its heirs, devisees, personal representatives, successors and permitted assigns.
- (d) The headings, subheadings and table of contents are solely for convenience of reference and shall not constitute a part of any such document; nor shall they affect the meaning, construction or effect of any provision thereof.
- (e) Except as otherwise expressly provided, reference to any agreement means such agreement as amended, modified or supplemented from time to time in accordance with the applicable provisions thereof.

Definitions

Affected Party shall have the meaning set forth in Section 7.3.1 of the Comprehensive Agreement.

Affiliate means (a) any Person which directly or indirectly through one or more intermediaries controls, or is controlled by, or is under common control with, Fluor or Transurban or any of their members, partners or shareholders holding an interest in Fluor or Transurban; and (b) any Person for which 10% or more of the equity interest in such Person is held directly or indirectly, beneficially or of record by (i) Fluor or Transurban, (ii) any members, partners or 10% or greater shareholders of Fluor or Transurban or (iii) any Affiliate of Fluor or Transurban under part (a) of this definition. For purposes of this definition the term “control”

means the possession, directly or indirectly, of the power to cause the direction of the management of a Person, whether through voting securities, by contract, family relationship or otherwise.

Agreement Date means the date written on the cover page of the Comprehensive Agreement.

Asset Management shall have the meaning assigned to such term in Section 56-557 of the PPTA, as further described in Project Agreement(s) to which a Transurban Party is a party.

Authorized Department Representative or Department's Authorized Representative means the Commissioner, the Department's Chief Engineer or any other person designated to act on behalf of the Department by a certificate signed by the Commissioner and filed with Fluor and Transurban.

Authorized Fluor Representative means Herbert Morgan or any other person designated to act on behalf of Fluor by a certificate signed by its President or any Vice President and filed with the Department.

Authorized Transurban Representative means Michael Kulper or any other person designated to act on behalf of Transurban by a certificate signed by its President or any Vice President and filed with the Department.

Business Day means any Day other than a Saturday, Sunday, Commonwealth of Virginia Holiday, or other day on which The New York Stock Exchange or banks are authorized or required to close in New York, New York or Richmond, Virginia.

Change in Law means any change in Laws, Regulations and Ordinances (including Regulatory Approvals).

Claim or Claims means any and all claims, disputes, disagreements, causes of action, demands, suits, proceedings, damages, injuries, liabilities, obligations, losses, costs and expenses.

CLRP or Constrained Long-Range Transportation Plan means the fiscally constrained long-range transportation plan that is adopted by the applicable metropolitan planning organization (which in the metropolitan Washington region is the Transportation Planning Board) and approved by the FHWA and the Federal Transit Administration as a prerequisite to receiving Federal transportation funds and/or approvals.

Commissioner means the Commonwealth Transportation Commissioner or any successor in function.

Commonwealth means the Commonwealth of Virginia.

Completion Guaranty means the Guaranty of Performance and Completion to be issued by Fluor Corporation (a) in the case of a financing structure other than a long-term concession structure, in substantially the form of Exhibit C-1 to the Comprehensive Agreement, and (b) in

the case of a long-term concession financing structure, in a form acceptable to the Department in its sole discretion.

Comprehensive Agreement means the Comprehensive Agreement to Develop, Design, Finance, Construct, Maintain and Operate the Route 495 Hot Lanes in Virginia among the Department, Fluor and Transurban dated as of the Agreement Date, and all exhibits thereto.

Contractor Guarantor means Fluor Corporation, a Delaware corporation, or its successor.

CTB or **Board** means the Commonwealth Transportation Board.

Days mean calendar days, unless otherwise designated.

Department or **VDOT** means the Virginia Department of Transportation, a department of the State, and any other State agency succeeding to the powers, authorities and responsibilities of the Department under the Comprehensive Agreement.

Department Default shall have the meaning set forth in Section 10.5 of the Comprehensive Agreement.

Department Regulatory Approvals mean (i) SEP-14 approval from the FHWA for the Project, (ii) any approvals necessary to obtain the Record of Decision from the FHWA, including the Environmental Review Process, (iii) adoption of the project within the CLRP, the TIP and Air Quality Conformity Analysis from the Transportation Planning Board, (iv) FHWA approval of the STIP, (v) the Value Pricing Agreement, (vi) the Toll Agreement, and (vii) approval by the CTB of the project included in the SYIP.

Design-Build Contract means any Design-Build Contract between Fluor and the Department, or under a long-term concession structure between Fluor and Transurban, or permitted assigns, as concessionaire, relating to the design and construction of the Project.

Environmental Laws means all Laws, Regulations and Ordinances now or hereafter in effect relating to the environment or regulating activities that affect the environment including emissions, discharges, releases or threatened releases of Hazardous Substances or relating to the manufacture, processing, distribution, use, treatment, storage, discharge, disposal, transport or handling of Hazardous Substances or otherwise relating to the protection of public health, public welfare, natural resources, historic resources or wildlife.

Environmental Review Process means those procedures to be undertaken with respect to the Route 495 Hot Lanes to comply with § 102 of NEPA.

Federal means the United States of America.

FHWA means the Federal Highway Administration.

Final Acceptance means final acceptance of the Project, or any Phase thereof, as applicable, by the Department, pursuant to the terms of the related Design-Build Contract.

Final Acceptance Date means the date on which Final Acceptance occurs.

Financial Closing Date means the closing date of the issuance of tax-exempt bonds or the issuance of taxable debt and/or equity, the proceeds of which, in either case, are sufficient to finance the completion of the design and construction of the Project or the related Phase, as applicable.

Fluor means Fluor Enterprises, Inc., a California corporation.

Fluor Default shall have the meaning set forth in Section 10.1 of the Comprehensive Agreement.

Fluor Party means Fluor and any Affiliate thereof and any subcontractor of any tier, and their respective employees, agents, representatives, subcontractors, and officers and all other entities for whom Fluor may be legally or contractually responsible.

General Assembly means the General Assembly of the Commonwealth.

Guaranty of Investment Obligation means the Guaranty of Investment Obligation to be issued by Investment Guarantor substantially in the form of Exhibit C-2 to the Comprehensive Agreement.

Hazardous Substance means any substance, product, waste or other material of any nature whatsoever which is regulated or controlled, or which may give rise to liability under any Environmental Law.

High-Occupancy Requirement means the number of persons required by Laws, Regulations and Ordinances to be traveling in a vehicle for the vehicle to use HOT Lanes without the payment of a toll.

HOT Lanes means the portion of the Project containing one or more travel lanes separated from other lanes, that is accessed through an electronic toll collection system and contains a photo-enforcement system for use in such electronic toll collection.

HOV-3 means a High-Occupancy Requirement of at least three persons (HOV-4 would mean at least four persons, etc.).

Implementation Guidelines means the Implementation Guidelines under the PPTA originally adopted by the Commissioner on July 1, 1995, as revised on April 1, 2001, governing the selection of qualifying transportation facilities under the purview of the Department, including any subsequent amendments or supplements and successors thereto.

Initial Review Committee means the committee appointed by the Department pursuant to the Implementation Guidelines to review the Conceptual Proposal.

Internal Revenue Code means the Internal Revenue Code of 1986, as amended from time to time, and any successor statute, including (unless the context otherwise requires) any rules or regulations promulgated thereunder, in each case as in effect from time to time.

Reference to sections of the Internal Revenue Code shall be construed to also refer to any successor sections.

Investment Grade Traffic and Revenue Study means a traffic and revenue study with respect to the Project concluding that Project net revenues, after payment of Project roadway and electronic toll and violation enforcement systems operations and maintenance expenses, will support investment grade credit ratings with respect to senior Project indebtedness from nationally recognized credit rating agencies.

Investment Guarantor means Transurban Holdings Limited, or its successor.

Issuer means (a) with respect to bonds, the interest on which is excludable from gross income for Federal income tax purposes, an entity qualified to issue tax-exempt bonds under the Internal Revenue Code, including without limitation a non-profit corporation such as described in Revenue Ruling 63-20 and Revenue Procedure 82-26 issued under the Internal Revenue Code, and (b) with respect to bonds the interest on which is not excludable from gross income for Federal income tax purposes or equity, any entity qualified to issue the same under applicable Laws, Regulations and Ordinances.

Laws, Regulations and Ordinances means all applicable laws, codes, rules, ordinances, restrictions and regulations of the Federal, State, regional or any local government (including those resulting from the initiative or referendum process) and judicial or administrative orders applicable to the Work.

Maintenance shall have the meaning assigned to such term in Section 56-557 of the PPTA, as further described in Project Agreement(s) to which a Transurban Party is a party.

MWAQC means the Metropolitan Washington Air Quality Committee.

NEPA means the National Environmental Policy Act, 42 U.S.C. § 4321 *et seq.*, as amended and as it may be amended from time to time.

Notice to Proceed means a notice issued by the Department authorizing the commencement of Work on the Project (or any Phase, as applicable) pursuant to a Design-Build Contract.

Opening Date means the first date on which the Project or any Phase thereof, as applicable, is opened for regular public use.

Person means any individual, public or private corporation, county, district, authority, municipality, political subdivision or other entity of the Commonwealth or the United States of America, and any corporation, limited liability company, partnership, association, firm, trust, estate or any other entity whatsoever.

Phase(s) or ***Project Phase(s)*** means any portion or portions of the Project that are the subject of a separate Plan of Finance.

Plan of Finance means, as to the Project (or any Phase thereof, as applicable), a plan of finance for the Project (or such Phase thereof) acceptable to each of the Department and FHWA.

PPTA means the Public-Private Transportation Act of 1995, which is codified as Title 56, Chapter 22, Section 56-556 *et seq.*, Code of Virginia, as amended from time to time.

Project means the project described in Exhibit B to the Comprehensive Agreement.

Project Agreement means any of the executed documents listed in Section 3.3 of the Comprehensive Agreement; and the term “Project Agreements” means all such agreements and documents in the aggregate.

Project Financing Agreement means any document executed by the Department and Fluor and/or Transurban in connection with the Plan of Finance, and the term “Project Financing Agreements” means all such agreements and documents in the aggregate.

Project Purposes means and is limited to the developing, permitting, design, financing, tolling, acquisition, construction, installation, equipping, operation, maintenance, insuring and administration of the Project. Project Purposes excludes, however, any activities associated with Reserved Rights.

Project Right of Way means all real property (which term is inclusive of all estates and interests in real property) necessary for ownership and operation of the Project. The term specifically includes all property within the access control line for the Project. The term specifically excludes any temporary easements or other real property interests which the Operator deems necessary or advisable in connection with construction of the Project and/or Utility Relocations.

Record of Decision or **ROD** means the record of decision issued by FHWA pursuant to NEPA as a result of the Environmental Review Process.

Regulatory Approvals means all local, regional, State and Federal agreements, studies, findings, permits, approvals, authorizations, certifications, consents, decisions, exemptions, filings, leases, licenses, registrations, rulings and other governmental authorizations required to be obtained or completed under applicable Laws, Regulations and Ordinances prior to or in connection with undertaking any particular activity contemplated by the Comprehensive Agreement or any Design-Build Contract.

Reserved Rights means all of the following:

(a) subject to Section 12.2 and the last sentence of Section 12.1 of the Comprehensive Agreement, the Department’s right to use, possess and enjoy any real and personal property over, on, under or adjacent to the Project Right of Way for other transportation and transit facilities, including but not limited to tunnels, flyovers, interchanges and fixed guideways; and

(b) all right to use, and use of:

(1) all electrical, fiber optic and wireless conduit, cable, capacity, towers, antennas and associated equipment or other telecommunications equipment, hardware and capacity existing over, on, under or adjacent to any Project Right of Way installed by anyone, whether before or after the Agreement Date, and all software which executes such equipment and hardware and related documentation, in all cases to the extent not necessary and required for traffic management for the Project or for other Project Purposes;

(2) any area or space over, on, under or adjacent to the Project Right of Way for development and operation of any office, commercial, industrial or mixed use real estate project, such as but not limited to revenue-generating service or rest areas;

(3) any equipment, facilities or capabilities for ITS studies or applications installed by the Department and the right to install any such equipment, facilities or capabilities; and

(4) any area or space over, on, under or adjacent to the Project Right of Way for any other commercial or non-commercial development or use.

Scope of Work means the document attached to any Design-Build Contract that contemplates the Work authorized or planned to be authorized under any Design-Build Contract.

SEP-14 means FHWA's "Special Experimental Program 14 for Innovative Contracting".

State means the Commonwealth.

State Corporation Commission means the State Corporation Commission of the Commonwealth.

State Indemnatee means and includes the Department, the Commissioner, the CTB, the State and all elected representatives, appointed officials, commissioners, officers, members, employees, authorized agents and authorized representatives of any of them.

STIP or Statewide Transportation Improvement Program means the state improvement program that schedules the detailed funding for all Federally supported surface transportation projects/programs within the boundaries of the state, for the next three fiscal years, that is approved by the FHWA and the Federal Transportation Administration as a prerequisite to receiving Federal transportation funds and/or agreements. Projects/programs in the STIP have to be consistent with the long-range plans of the State and/or the metropolitan areas within the boundaries of the state.

SYIP or Six-Year Improvement Program means the Board's approved allocation of funding in accordance with Article 1.1, Chapter 1, Title 33.1 of the Virginia Code.

Term, for purposes of the Comprehensive Agreement, means the time period commencing on the Agreement Date and expiring on the date set forth in Article 9 of the

Comprehensive Agreement unless terminated earlier in accordance with Article 9 of the Comprehensive Agreement.

TIFIA means the Federal Transportation and Infrastructure Finance and Innovation Act.

TIP or **Transportation Improvement Program** means the transportation improvement program that schedules the detailed funding for projects, project phases and programs that will be implemented in the next six fiscal years. The TIP is adopted by the metropolitan planning organization (the Transportation Planning Board in the metropolitan Washington region) and approved by the FHWA and the Federal Transportation Administration as a prerequisite to receiving Federal transportation funds and/or approvals.

Toll Agreement means an agreement or agreements between the Department and FHWA that allow the collection of tolls on the Project in accordance with the Value Pricing Agreement.

Tolling and Customer Service Agreement means any Tolling and Customer Service Agreement between the Department and Transurban relating to the operation and maintenance of the electronic toll collection system for the Project.

TPB Approval means official action by the Transportation Planning Board including the Project in its then current CLRP and its Fiscal Years 2006-2011 TIP.

Transition Date means, with respect to the Project or to any Phase thereof, as applicable, (a) in the case of a tax-exempt debt financing structure the first to occur of the related (i) Opening Date or (ii) Final Acceptance Date, or (b) in the case of a long-term concession structure the related Financial Closing Date.

Transportation Planning Board or TPB means the National Capital Region Transportation Planning Board, as the Federally designated Metropolitan Planning Organization for the region, members of which include representatives of local governments; state transportation agencies; the Maryland and Virginia General Assemblies; the Washington Metropolitan Area Transit Authority; and non-voting members from the Metropolitan Washington Airports Authority and Federal agencies.

Transurban means Transurban (USA) Inc., a Delaware corporation.

Transurban Party means Transurban and any Affiliate of Transurban or the Investment Guarantor thereof and any subcontractor of any tier, and their respective employees, agents, representatives, subcontractors, and officers and all other entities for whom Transurban may be legally or contractually responsible

Utility or **utility** means a public, private, cooperative, municipal and/or government line, facility or system used for the carriage, transmission and/or distribution of cable television, electric power, telephone, telegraph, water, gas, oil, petroleum products, steam, chemicals, sewage, storm water not connected with the highway drainage and similar substances that directly or indirectly serve the public. The term "Utility" specifically excludes (i) storm water

lines connected with the highway drainage and (ii) traffic signals, street lights, and electrical systems for roadways.

Utility Owner or **utility owner** means the owner or operator of any Utility (including both privately held and publicly held entities, cooperative utilities, and municipalities and other governmental agencies).

Utility Relocation means the removal, relocation and/or protection in place (including provision of temporary services as necessary) of any and all utility facilities that have to be removed, relocated and/or protected in place in order to permit construction of the Project.

Value Pricing Agreement means the Cooperative Agreement between FHWA and VDOT dated September 25, 2003, and amended as of March 8, 2005, in accordance with Section 1012(b) of the Intermodal Surface Transportation Efficiency Act of 1991 (ISTEA), Pub. L. No. 102-240, as amended, which permits the FHWA to allow the collection of tolls as part of a value pricing pilot program established under section 1012(b).

Virginia Code or **Code of Virginia** means the Code of Virginia of 1950, as amended.

Work means all of the duties and services to be furnished and provided by Fluor as described in and reasonably inferable from any Design-Build Contract.

Work Plan means a work plan for the Project submitted to FHWA pursuant to the requirements of SEP-14.

Work Product means all drawings, plans, specifications, studies, calculations, reports and documentation and other data, whether in paper copy or electronic format produced by or through a Fluor Party or Transurban Party that is furnished to the Department. Work Product expressly excludes, however, documents and information which (1) Fluor, Transurban and the Department mutually agree in writing, or which a court determines, to be exempted or protected from public disclosure under Section 11.2 of the Comprehensive Agreement and which is not conceived or first reduced to practice for Project Purposes, such as but not limited to the proprietary financial and pricing information of Fluor and Transurban and (2) documentation relating to the Plan of Finance, including any drafts thereof.